

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
Liquidating Supply, Inc., <i>et al.</i> , ¹)	Case No. 24-11054 (BLS)
Debtors.)	(Jointly Administered)
)	Obj. Deadline: October 4, 2024 at 4:00 p.m. ET
)	Hearing Date: <i>Only if objections are filed</i>

**THIRD MONTHLY FEE APPLICATION OF TIAN YUAN LAW FIRM,
BEIJING CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD FROM AUGUST 1, 2024 THROUGH AUGUST 31, 2024**

Name of Applicant:	Tian Yuan Law Firm
Authorized to provide professional services to:	The Official Committee of Unsecured Creditors
Date of retention:	July 22, 2024, <i>nunc pro tunc</i> to June 5, 2025
Period for which compensation and reimbursement is sought:	August 1, 2024 through August 31, 2024
Amount of compensation sought as actual, reasonable and necessary:	\$2,075.00 (Tian Yuan Monthly Fee Cap is \$5,000)
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0
This is a:	Third Monthly Application

¹ The Debtors in these chapter 11 proceedings, together with the last four digits of each Debtor's federal tax identification number, are: Liquidating Supply, Inc. (f/k/a Supply Source Enterprises, Inc.) (0842); SSE Intermediate, Inc. (1772); SSE Buyer, Inc. (5901); Liquidating Impact, LLC (f/k/a Impact Products, LLC) (7450); and Liquidating SZ, LLC (f/k/a The Safety Zone, LLC) (4597). The Debtors' headquarters are located at 2840 Centennial Drive, Toledo, Ohio 43617.



PRIOR APPLICATIONS

		Requested		Approved		
Date Filed	Period Covered	Fees	Expenses	Fees [80%]	Expenses [100%]	Fee Holdback
First Monthly Filed 7/26/2024 Docket No. 261	6/5/2024- 6/30/2024	\$5,000.00 ²	\$0.00	\$4,000.00	\$0.00	\$1,000.00
Second Monthly Filed 8/22/2024 Docket No. 322	7/1/2024- 7/31/2024	\$2,845.00	\$0.00	\$2,276.00	\$0.00	\$569.00

² Monthly Fee Cap

LIQUIDATING SUPPLY, INC. *ET AL.*
SUMMARY OF BILLING BY PROFESSIONAL
AUGUST 1, 2024 THROUGH AUGUST 31, 2024

Name of Professional Person	POSITION/ NUMBER OF YEARS	Hourly Billing Rate ¹	Total Billed Hours	Total Compensation
Wenwen Zeng	Corporate Partner Admitted to PRC Bar 2009, and NY Bar 2014	\$550.00	3.5	\$1, 925.00
Zhiying Zhu	Corporate Department since 2021	\$150.00	1.0	\$150.00
TOTAL			4.5	\$2,075.00

LIQUIDATING SUPPLY, INC. *ET AL.*
COMPENSATION BY PROJECT CATEGORY
AUGUST 1, 2024 THROUGH AUGUST 31, 2024

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
Document Review and Translation	3.2	\$1,760.00
Committee Meetings & Communications	0.3	\$165.00
Professional Retention & Fees – Tian Yuan	1.0	\$150.00
TOTAL	4.5	\$2,075.00

¹ Rates reflect 20% courtesy discount.

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CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD FROM AUGUST 1, 2024 THROUGH AUGUST 31, 2024**

Tian Yuan Law Firm (the “Applicant” or “Tian Yuan”), as Beijing co-counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Liquidating Supply, Inc. (f/k/a Supply Source Enterprises, Inc.) and its affiliated debtors and debtors-in-possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases, hereby applies, pursuant to (i) sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), (ii) Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (iii) Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and (iv) the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and

¹ The Debtors in these chapter 11 proceedings, together with the last four digits of each Debtor’s federal tax identification number, are: Liquidating Supply, Inc. (f/k/a Supply Source Enterprises, Inc.) (0842); SSE Intermediate, Inc. (1772); SSE Buyer, Inc. (5901); Liquidating Impact, LLC (f/k/a Impact Products, LLC) (7450); and Liquidating SZ, LLC (f/k/a The Safety Zone, LLC) (4597). The Debtors’ headquarters are located at 2840 Centennial Drive, Toledo, Ohio 43617.

Granting Related Relief [Docket No. 124] (the “Interim Compensation Order”),² for allowance of compensation for services rendered and reimbursement of expenses for the period from August 1, 2024 through August 31, 2024 (the “Application Period”), and respectfully represents as follows:

JURISDICTION

1. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. The statutory predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and Local Rule 2016-2.

BACKGROUND

A. The Chapter 11 Cases

3. On May 21, 2024 (the “Petition Date”), the Debtors filed with this Court voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

4. The Debtors have continued in the possession of their property and have continued to operate and manage their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. No trustee or examiner has been appointed in these chapter 11 cases.

6. On June 3, 2024, the United States Trustee for Region 3 (the “U.S. Trustee”) appointed a five-member Committee consisting of: (i) Jiangsu Bytech Medical Supplies Co., Ltd.; (ii) Xiantao Crosscare Protective Products Co., Ltd.; (iii) Xiantao Deming Healthcare Products

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Interim Compensation Order.

Co., Ltd.; (iv) Hiten Nonwoven Healthcare Products (Hubei) Ltd.; and (v) Xiantao Yilin Protective Products Co., Ltd.

B. Tian Yuan's Retention

7. On June 26, 2024, the Committee filed an application with the Court for an order authorizing it to retain and employ Tian Yuan as its co-counsel, effective as of June 5, 2024. On July 22, 2024, the Court entered an order authorizing such retention.

C. The Interim Compensation Order

8. On June 13, 2024, the Court entered the Interim Compensation Order, which sets forth the procedures for interim compensation and reimbursement of expenses in these Chapter 11 Cases. On July 22, 2024, this court entered an Order Approving Application to Employ Tian Yuan Law Firm as Beijing Co-Counsel to the Official Committee of Unsecured Creditors approving the retention of Tian Yuan Law Firm as Beijing co-counsel to the Committee effective as of the petition date.

RELIEF REQUESTED

9. Pursuant to the Interim Compensation Order and section 331 of the Bankruptcy Code, Tian Yuan is seeking compensation in the amount of \$2,075 (Tian Yuan Monthly Fee Cap is \$5,000.00) for professional services rendered by Tian Yuan during the Application Period. This amount is derived solely from the applicable hourly billing rates of Tian Yuan personnel, who rendered services to the Committee.

Professional Services Rendered

10. Attached hereto as Exhibit A is a detailed itemization, by project category, of all services performed by Tian Yuan with respect to the chapter 11 cases during the Application

Period. This detailed itemization complies with Local Rule 2016-2(d) in that each time entry contains a separate time allotment, a description of the type of activity and the subject matter of the activity, all time is billed in increments of one-tenth of an hour, time entries are presented chronologically in categories, and all meetings or hearings are individually identified.

11. The attorneys who rendered services related to each category are identified on Exhibit A, along with the number of hours for each individual and the total compensation sought for each category.

Expense Reimbursement

12. Tian Yuan did not incur any out-of-pocket expenses during the Application Period.

Valuation of Services

13. Attorneys of Tian Yuan have expended a total of 4.5 hours in connection with this matter during the Application Period.

14. The amount of time spent by each of the professionals providing services to the Committee for the Application Period is set forth in Exhibit A. The rates are Tian Yuan's normal hourly rates of compensation for work of this character. The reasonable value of the services rendered Tian Yuan for the Application Period as Beijing co-counsel for the Committee in these Chapter 11 Cases is \$2,075.00.

15. Tian Yuan believes that the time entries included in Exhibit A are in compliance with Local Rule 2016-2.

16. In accordance with the factors enumerated in 11 U.S.C. § 330, the amount requested is fair and reasonable given (a) the complexity of these Chapter 11 cases, (b) the time

expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

No Prior Request

17. No prior request for the relief requested in this Application has been made to this or any other court.

Certificate of Compliance and Request for Waiver

18. The undersigned representative of Tian Yuan certifies that he/she has reviewed the requirements of Local Rule 2016-2, and that the Application substantially complies with that Local Rule. To the extent that the Application does not comply in all respects with the requirements of Local Rule 2016-2, Tian Yuan believes that such deviations are not material and respectfully requests that any such requirements be waived.

WHEREFORE, Tian Yuan respectfully requests (a) allowance of compensation for professional services rendered to the Committee during the Application Period in the amount of \$2,075.00; (b) payment by the Debtors of the foregoing amounts; and (c) such other and further relief as the Court deems just and proper.

Dated: September 20, 2024
Wilmington, Delaware

/s/ Wenwen Zeng
Wenwen Zeng
Di Zhang
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zhangdi@tylaw.com.cn

*Beijing Co-Counsel to the Official Committee of
Unsecured Creditors*

Exhibit A**Time Detail**

Date	Hours	Narratives
Wenwen Zeng		
08/07/2024	3.2	Reviewed five documents as per the instructions of the unsecured creditors: (i) NOTICE OF SALE, BIDDING PROCEDURES, AUCTION, SALE HEARING, AND OTHER DEADLINES RELATED THERETO (Filed 06/20/24, Doc 174); (ii) NOTICE OF CURE COSTS AND POTENTIAL ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES IN CONNECTION WITH SALE OF SUBSTANTIALLY ALL ASSETS (Filed 06/20/24, Doc 175); (iii) NOTICE OF CANCELLATION OF AUCTION (Filed 06/25/24, Doc 185); (iv) NOTICE OF DEBTORS' MOTION FOR ENTRY OF AN ORDER (I) ESTABLISHING DEADLINES FOR THE FILING OF PROOFS OF CLAIM AND REQUESTS FOR ALLOWANCE OF ADMINISTRATIVE EXPENSE CLAIMS, (II) APPROVING THE FORMS AND MANNER OF NOTICE THEREOF, AND (III) GRANTING RELATED RELIEF (Filed 06/25/24, Doc 186-1); (v) NOTICE OF DEADLINE FOR FILING PROOFS OF CLAIM AND REQUESTS FOR ALLOWANCE OF ADMINISTRATIVE CLAIMS (Filed 06/25/24, Doc 186-2), and summarized the key points of the five documents in Chinese and updated the content with the unsecured creditors.
08/08/2024	0.3	Participated in the Unsecured Creditors' Committee weekly meeting.
Sub-total	3.5	
Zhiying Zhu		
16/08/2024	0.6	Prepared Second Monthly Fee Application.
24/08/2024	0.4	Prepared Second Monthly Fee Application (LEDES files).
Total	1.0	

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OF EXPENSES FOR THE PERIOD FROM AUGUST 1, 2024 THROUGH AUGUST 31, 2024**

PLEASE TAKE NOTICE that, on September 20, 2024, the Official Committee of Unsecured Creditors (the “Committee”) filed the *Third Monthly Fee Application of Tian Yuan Law Firm, Beijing Co-Counsel to the Official Committee of Unsecured Creditors for Allowance of Compensation and Reimbursement of Expenses for the Period from August 1, 2024 through August 31, 2024* (the “Application”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must be in writing, filed with the Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, and served upon undersigned proposed counsel for the Committee, so that it is received **on or before 4:00 p.m. (ET) on October 4, 2024** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, must be served upon and received by the following Application Recipients: (i) counsel to the Debtors, Potter Anderson & Corroon LLP, 1313 North Market Street, 6th Floor, Wilmington, Delaware 19801 (Attn: M. Blake Cleary (bcleary@potteranderson.com), R. Stephen McNeill (rmcneill@potteranderson.com), and Katelin A. Morales (kmorales@potteranderson.com)); (ii) Office of the United States Trustee, J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801 (Attn: Benjamin A. Hackman (benjamin.a.hackman@usdoj.gov) and Malcolm M. Bates (malcolm.m.bates@usdoj.gov)); (iii) counsel for the DIP Lender and the Prepetition Secured Parties, (a) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, Esq. (ray.schrock@weil.com) and Kevin Bostel, Esq. (kevin.bostel@weil.com)) and (b) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Zachary I. Shapiro, Esq. (shapiro@rlf.com) and Daniel J. DeFranceschi

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(defranceschi@rlf.com)); and (iv) counsel to the Committee, (a) Klehr Harrison Harvey & Branzburg LLP, 919 North Market Street, Suite 1000, Wilmington, Delaware 19801 (Attn: Dominic E. Pacitti (dpacitti@clehr.com), Richard M. Beck (rbeck@klehr.com) and Sally E. Veghte (sveghte@klehr.com)) and (b) Orrick, Herrington & Sutcliffe LLP, 51 West 52nd Street, New York, New York 10019 (Attn: Raniero D’Aversa (rdaversa@orrick.com), Xiang Wang (xiangwang@orrick.com), Mark Franke (mfranke@orrick.com), and Brandon Batzel (bbatzel@orrick.com)) (collectively, “Notice Parties”).

PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE ORDER (I) ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR RETAINED PROFESSIONALS AND (II) GRANTING RELATED RELIEF [DOCKET NO. 124], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF THE REQUESTED FEES AND 100% OF THE REQUESTED EXPENSES WITHOUT FURTHER ORDER OF THE COURT.

Dated: September 20, 2024
Wilmington, Delaware

/s/ Domenic E. Pacitti

Domenic E. Pacitti (DE Bar No. 3989)

Richard M. Beck (DE Bar No. 3370)

Sally E. Veghte (DE Bar No. 4762)

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sveghte@klehr.com

-and-

Raniero D’Aversa (admitted *pro hac vice*)

Xiang Wang (admitted *pro hac vice*)

Mark Franke (admitted *pro hac vice*)

Brandon Batzel (admitted *pro hac vice*)

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*Counsel to the Official Committee of Unsecured
Creditors*